

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, *et al.*, :
: **Case No. 18-23538 (SHL)**
: **(Jointly Administered)**
Debtors.¹ :
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**ORDER GRANTING FIRST AND FINAL APPLICATION OF JONES LANG
LASALLE AMERICAS, INC. AND JLL VALUATION & ADVISORY SERVICES, LLC
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS DEBTORS' REAL ESTATE ADVISORS FROM
NOVEMBER 5, 2018 THROUGH DECEMBER 31, 2021**

Upon consideration of the *First and Final Application of Jones Lang La Salle Americas, Inc. and JLL Valuation & Advisory Services, LLC For Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Debtors' Real Estate Advisors from November 5, 2018 through December 31, 2021* (the "Application") filed by Jones Lang LaSalle Americas, Inc. ("Americas") and JLL Valuation & Advisory Services, LLC ("VAS" and, together with Americas, "JLL"), as Debtors' Real Estate Advisors for final allowance of compensation

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

for professional services rendered and expenses incurred during the period November 5, 2018 through December 31, 2021; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application and the deadline for filing objections to the relief requested therein having been provided; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to the Second Final Fee Application; and it appearing that the services rendered and expenses incurred by the Applicant for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The request for final approval of the fees and expenses sought in the Application is granted as set forth in Schedule A and Schedule B hereto and the Debtors are authorized and directed to make payment forthwith.

2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: January 19, 2023
White Plains, New York

/s/
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

FIRST AND FINAL FEE APPLICATION

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER¹	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER
Jones Lang LaSalle Americas, Inc. and JLL Valuation & Advisory Services, LLC	December 13, 2022 ECF No. _____	11/5/2018 – 12/31/2021	\$2,768,759.63	\$2,768,759.63	\$0.00	\$44,846.51	\$44,846.51	\$3,788.54
TOTAL			\$2,768,759.63	\$2,768,759.63	\$0.00	\$44,846.51	\$44,846.51	\$3,788.54

¹ Subject to amounts previously paid by the Debtors.

(1) APPLICANT	(2) TOTAL FEES REQUESTED	(3) TOTAL FEES PAID	(4) TOTAL FEES REQUESTED	(5) TOTAL EXPENSES PAID
Jones Lang LaSalle Americas, Inc. and JLL Valuation & Advisory Services, LLC (Debtors' Real Estate Advisors)	\$2,768,759.63	\$2,768,759.63	\$44,846.51	\$44,846.51